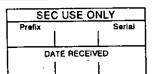
FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

•							
OMB APPROVAL							
OMB Number:	3235-0076						
Expires:	May 31, 2005						
Estimated average burden							
hours per respo							



Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
GC Lake Oconee Offering Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE CON RECORD
Filling Order (Check box(cs) that apply).	ULOE SECHNED CO
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	UCT 2 5 200c
1. Enter the information requested about the issuer	-000
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	Ed 213 E010H
GC Lake Oconee, LLC	11/10/550
0: 0: 7: 0:40	Telephone Number (Including Area Code)
1120,400 0. 20-1-1-1-1	404-574-1408
3414 Peachtree Road NE, Ste. 230, Atlanta, GA 30326	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	PROCESCES
Brief Description of Business	THE CALL OF THE CA
real estate investment	rove g sots
Tea Calato III Toolii on	2779
Type of Business Organization	THOUSON
corporation limited partnership, already formed other (please specify):
business trust limited partnership, to be formed	- COL API
Month Year	
	mated
Actual or Estimated Date of Incorporation or Organization: O 9 D Actual Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat	
CN for Canada; FN for other foreign jurisdiction)	GA

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

Each promoter of the issuer, if the issuer has been organized within the past five years. Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue. Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue. Each general and managing partner of partnership issuers. Each general and general general and general and general and general general general	Enter the information rec					
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Each general and/or managing Partner Each	Each promoter of the	ne issuer, if the iss	uer has been organized w	ithin the past five years;		
Each general and managing partner of partnership issuers. Eck Box(es) that Apply:						
ck Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner If Name (Last name first, if individual) enfield Capital, LLC siness or Residence Address (Number and Street, City, State, Zip Code) 114 Pageothree Rd, NE, Sibe. 230, Allanta, GA 30326 eck Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner If Name (Last name first, if individual) states or Residence Address (Number and Street, City, State, Zip Code) stack Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states or Residence Address (Number and Street, City, State, Zip Code) states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states or Residence Address (Number and Street, City, State, Zip Code) states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner states Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managi	Each executive offi	cer and director of	f corporate issuers and of	corporate general and man	aging partners of p	partnership issuers; and
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teck Box(es) that Apply:	i Name (Last name first, i	f individual)				
Managing Partner Managing Partner	siness or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
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heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Was a continued of the continued	Il Name (Last name first,	if individual)				
Managing Partner Managing Partner	siness or Residence Addre	ess (Number and	Street, City, State, Zip C	ode)		
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Managing Partner Managing Partner	usiness or Residence Addr	ress (Number and	d Street, City, State, Zip C	Code)		
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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner				-	<u> </u>	
Check Box(es) that Apply: Promoter Selection Switch Selection Switch Swi	Business or Residence Add	iress (Number ar				General and/or
Full Name (Last name first, if individual)			Beneficial Owne	Executive Office	ı 🔲 Director	<u> </u>
Business or Residence Address (Number and Street, City, State, Zip Code)	Business or Residence Add	dress (Number a	nd Street, City, State, Zip	Code)		

					B. INI	FORMATIC	N ABOUT	OFFERIN	G			-	
	<u> </u>			<u> </u>						- n		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									127			
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?									s 100,	00.000			
2.	What is t	he minimu	m investme	ent that wil	i be accep	ted from an	iy inaiviau	a1:				Yes,	No No
3.	Does the	offering p	ermit joint	ownership	of a single	e unit?						R	
4.	E-touthe	. informati	on requeste	d for each	person wh	no has been	or will be	paid or g	iven, direct	lly or indir	ectly, any		
	If a narce	n to be list	lar remuner ed is an asso	ociated ner	son or ager	ıt of a broke	er or dealer	registered	with the SE	C and/or v	viiii a state		
	or states.	list the nat	me of the br	oker or dea	iler. If moi	re than five	(5) person	s to be liste	ed are assoc	iated perso	ns of such		-
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Fu	II Name (L	ast name i	irst, if indiv	viduaij									
Bu	siness or I	Residence	Address (N	umber and	Street, Cit	y, State, Zi	p Code)						
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	MT	NE	NV	[NH]	NI	NM	NY	NC	ND WA	OH WV	OK WI	OR WY	PA PR
	RI	SC	SD	[TN]	TX	UT	VT	VA	WA	(<u>** *</u>)		(** <u>A</u>)	145
. F	ull Name (Last name	first, if indi	ividual)									
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В	usiness or	Residence	Address (1	Number an	a Sireei, C	.ity, State, 2	cip code)						
N	lame of As	sociated B	roker or De	aler						<u>. </u>			
				0.11.11.1	Y	to Caliait	Durchaser						
S	tates in W	hich Person	n Listed Ha s" or check	s Solicited	or intends	to Solicii	Pulchasers	,				. A!	l States
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ł	Full Name	(Last name	first, if ind	iividuai)							··		
Ī	Business o	r Residenc	e Address (Number at	nd Street, (City, State,	Zip Code)			•			
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]	Name of A	ssociated I	Broker or D	ealer									
•	States in W	hich Perso	on Listed H	as Solicited	d or Intend	s to Solicit	Purchaser	s					
	(Chec	k "All Stat	es" or checl	k individua	al States)	***************************************						📋 A	Il States
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	RI	SC	SD	TN	TX	UT	VT	VA	WA	$[\underline{\mathbf{w}}\underline{\mathbf{v}}]$	WI	$\overline{\mathbf{W}}\mathbf{Y}$	PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and			
	Type of Security	Aggregate Offering Price	A	Amount Already Sold
		0.00	s	0.00
				0.00
	Equity\$		Ψ.	
	Common Preferred	0.00	\$	0.00
	Convertible Securities (including warrants)	0.00	٠.	0.00
	Partnership Interests		\$	
	Other (Specify)	5,000,000.00		0.00
	Other (Specify	·		•
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 304, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors		Aggregate Dollar Amount of Purchases \$ 5,000,000.00
	Accredited Investors	22		\$ 0.00
	Non-accredited Investors	22	•	\$ 5,000,000.00
	Total (for filings under Rule 504 only)	22	•	3_0,000,000.00
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
		Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505		-	\$
	Regulation A		-	\$
	Rule 504		-	\$
	Total		-	\$_0.00
4	securities in this offering. Exclude amounts relating solely to organization expenses of the insured. The information may be given as subject to future contingencies. If the amount of an expenditure is not known furnish an estimate and check the box to the left of the estimate.	S	_	•
	Transfer Agent's Fees			\$
	Printing and Engraving Costs			\$
	Legal Fees		1	\$_15,000.00
	Accounting Fees			\$
	Fngineering Fees			\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify) Photocopying		Z	\$ 1,000.00
	Total		Z	\$ 16,000.00

	C. OFFERING PRICE, NUMBE	R OF INVESTORS, EXPENSES AND USE OF PE	ROCEEDS	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — Qu proceeds to the issuer."	estion 4.a. This difference is the "adjusted gross"		\$
5.	Indicate below the amount of the adjusted gross proceed each of the purposes shown. If the amount for any period the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C	ourpose is not known, furnish an estimate and e payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees] \$. 🗆 \$
	Purchase of real estate] \$	s
	Purchase, rental or leasing and installation of machinand equipment	nery] \$	
	Construction or leasing of plant buildings and facilit	ies	} \$	
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger)	or securities of another	1 S	
	Repayment of indebtedness		_	_
	Working capital	-	='	_
	Other (specify): loan to real estate developer] \$	\$ 4,984,000.00
] \$	
	Column Totals		\$_0.00	\$ 4,984,000.00
	Total Payments Listed (column totals added)			,984,000.00
		D. FEDERAL SIGNATURE		
sig	rissuer has duly caused this notice to be signed by the un nature constitutes an undertaking by the issuer to furnis information furnished by the issuer to any non-accred	th to the U.S. Securities and Exchange Commiss	ion, upon writte	
lss	ner (Print or Type)	ignature / / _ D	ate /	/
G	Lake Oconee, LLC	1. Cato	10 /23/	06
	1	itle of Signer (Print or Type)	- (-	

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	- 4° -2	<u> </u>
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⋉
	See Appendix, Column 5, for state response.	•	

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) GC Lake Oconee, LLC	Signature	Cate	Date /	73/0	6
Name (Print or Type) Glenfield Capital, LLC	Title (Print or Type) Manager		<i>,</i>		

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1					AP	PENDIX	<u> </u>			
State Yes No	1	Intend to non-ac	to sell ccredited s in State	Type of security and aggregate offering price offered in state	Type of security and aggregate offering price offered in state Type of investor and amount purchased in State		Type of investor and explanation amount purchased in State Disquinder (if y explanation waits amount purchased in State waits and the control of the contro		Disqualitunder State (if yes, a explanate waiver §	fication te ULOE attach tion of granted)
AK	State	Yes	No		Accredited	Amount	Non-Accredited	Amount	Yes	No
AZ	AL									
AR	AK									<u> </u>
CA	AZ	n a negative e é								
CA	AR									<u></u>
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DE	со					<u> </u>				
DC	СТ		and the second deposits of the second			<u> </u>				
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APPENDIX 4 2 3 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell explanation of Type of investor and offering price to non-accreditedwaiver granted) amount purchased in State offered in state investors in State (Part E-Item 1) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited No Yes Investors Amount **Investors** Amount Yes No State MO MT NE NV NH NJ NM LLC membership X \$250,000.0 1 interest NY LLC membership × 2 \$250,000.0 × NC interest ND ОН OK OR PΑ RISC SD TN LLC membership × 10 \$2,250,000 TX× interest UT VT ٧A WA wv WI

				APPI	ENDIX	San San			
1	Intend to sell to non-accredited investors in State		Type of security and aggregate offering price offered in state		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	(Part B	No	(Part C-Item 1)	Number of Accredited Investors	(Part	C-Item 2) Number of Non-Accredited Investors	Amount	Yes	No No
WY PR									and the set to the set of Maria